## WHAT IS CLAIMED IS:

## 1. A compound of the formula I:

$$\begin{array}{c|c}
R^1 & & & & & & & \\
R^2 & N & & & & & & \\
R^2 & N & & & & & & \\
R^2 & N & & & & & & \\
R^2 & & & & & & & \\
R^2 & & & & & & & \\
R^2 & & & & & & & \\
R^4 & & & & & & & \\
\end{array}$$

$$\begin{array}{c|c}
(R^3)_{1-9} & & & & & \\
NH & & & & & \\
NH & & & & & \\
\end{array}$$

5 wherein:

A is a bond,  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

B is  $(C(R^2)_2)_n$ ;

10 R<sup>1</sup> is selected from:

- 1) H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>3</sub>-6 cycloalkyl, and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
  - a) C<sub>1-6</sub> alkyl,
  - b) C<sub>3-6</sub> cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - f)  $(F)_pC_{1-3}$  alkyl,

	g)	halogen,		
	h)	OR <sup>4</sup> .		
	i)	O(CH <sub>2</sub> ) <sub>s</sub> OR <sup>4</sup>		
	j)	$CO_2R^4$ .		
5	k)	$(CO)NR^{10}R^{11}$ ,		
	1)	$O(CO)NR^{10}R^{11}$		
	m)	N(R <sup>4</sup> )(CO)NR <sup>10</sup> R <sup>11</sup> ,		
	n)	$N(R^{10})(CO)R^{11}$ .		
	o)	$N(R^{10})(CO)OR^{11}$		
10	p)	SO <sub>2</sub> NR <sup>10</sup> R <sup>11</sup> ,		
	<b>q</b> )	$N(R^{10}) SO_2R^{11}$		
	· r)	$S(O)_{m}R^{10}$ ,		
	s)	CN,		
	t)	NR <sup>10</sup> R <sup>11</sup> ,		
15	u)	$N(R^{10})(CO)NR^4R^{11}$ , and		
	v) ·	O(CO)R <sup>4</sup> ; and		
	2) amil a	hatana amil sanashatitutad an asshatitutad	with one or	
	· ·	r heteroaryl, unsubstituted or substituted and appendently selected from:	with one of	more
20	a)	C <sub>1-6</sub> alkyl,		
	b)	C3-6 cycloalkyl,		
	c)	aryl, unsubstituted or substituted with	1-5 substitue	nts where
	•	bstituents are independently selected from		
	d)	heteroaryl, unsubstituted or substituted		ostituents
25	where	the substituents are independently selec	ted from R4,	e)
	heterocycle, u	insubstituted or substituted with 1-5 subs	stituents	where
	the substituents are in	ndependently selected from R <sup>4</sup> ,	f)	$(F)_pC_{1-3}$ alkyl,
	g)	halogen,		
	h)	or <sup>4</sup> ,		
30	i)	O(CH2)sOR4		
	j)	$CO_2R^4$ .		
	k)	(CO)NR <sup>10</sup> R <sup>11</sup> ,		
	1)	O(CO)NR <sup>10</sup> R <sup>11</sup> ,		
	m)	$N(R^4)(CO)NR^{10}R^{11}$ ,		

	n)	$N(R^{10})(CO)R^{11}$ .	
	0)	$N(R^{10})(CO)OR^{11}$ .	
	p)	$SO_2NR^{10}R^{11}$ ,	
	q)	$N(R^{10}) SO_2R^{11}$ .	
5	r)	$S(O)_{m}R^{10}$ ,	
	s)	CN,	
	t)	$NR^{10}R^{11}$ ,	
	u)	$N(R^{10})(CO)NR^4R^{11}$ , and	
	v)	O(CO)R <sup>4</sup> ; and	
10	_		
	R <sup>2</sup> is independentl	y selected from:	
	1) H,	$\mathrm{C}_0 ext{-}\mathrm{C}_6$ alkyl, $\mathrm{C}_2 ext{-}\mathrm{C}_6$ alkynyl, $\mathrm{C}_3 ext{-}6$ cycloalkyl and he	terocycle,
	uns	substituted or substituted with one or more substituents independently	y selected
	fro	m:	
15	a)	C <sub>1-6</sub> alkyl,	
	b)	C <sub>3-6</sub> cycloalkyl,	
	c)	aryl, unsubstituted or substituted with 1-5 substituents where	
	the	substituents are independently selected from R <sup>4</sup> ,	
	d)	heteroaryl, unsubstituted or substituted with 1-5 substituents	
20	wh	ere the substituents are independently selected from $\mathbb{R}^4$ ,	
	e)	heterocycle, unsubstituted or substituted with 1-5 substituents	
	wh	ere the substituents are independently selected from $\mathbb{R}^4$ ,	f)
	(F) <sub>p</sub> C <sub>1-3</sub> a	alkyl,	
	g)	halogen,	
25	h)	$OR^4$ .	
	i)	$O(CH_2)_SOR^4$	
	j)	$CO_2R^4$ .	
	k)	$(CO)NR^{10}R^{11}$ ,	
	1)	$O(CO)NR^{10}R^{11}$ .	
30	m)		
	n)	$N(R^{10})(CO)R^{11}$ .	
	0)	$N(R^{10})(CO)OR^{11}$ ,	
	p)	$SO_{2}NR^{10}R^{11}$ ,	
	q)	$N(R^{10}) SO_2 R^{11}$ .	

		r)	$S(O)_{m}R^{10}$ ,
		s)	CN,
		t)	$NR^{10}R^{11}$ ,
		u)	$N(R^{10})(CO)NR^4R^{11}$ , and
5		v)	O(CO)R <sup>4</sup> ; and
	2)	aryl or	heteroaryl, unsubstituted or substituted with one or more substituents
		-	endently selected from:
		a)	C <sub>1-6</sub> alkyl,
10		ъ)	C <sub>3-6</sub> cycloalkyl,
		c)	aryl, unsubstituted or substituted with 1-5 substituents where
			bstituents are independently selected from R <sup>4</sup> ,
		d)	heteroaryl, unsubstituted or substituted with 1-5 substituents
			the substituents are independently selected from R <sup>4</sup> ,
15		e)	heterocycle, unsubstituted or substituted with 1-5 substituents
			the substituents are independently selected from R <sup>4</sup> ,
		f)	$(F)_pC_{1-3}$ alkyl,
		g)	halogen,
20		h)	OR <sup>4</sup> .
20	•	i)	$O(CH_2)_sOR_{\cdot}^4$ $CO_2R_{\cdot}^4$
		j)	-
		k)	$(CO)NR^{10}R^{11}$
		1)	$O(CO)NR^{10}R^{11}$
		m)	$N(R^4)(CO)NR^{10}R^{11}$
25		n)	$N(R^{10})(CO)R^{11}$
		o)	$N(R^{10})(CO)OR^{11}$ . $SO_2NR^{10}R^{11}$ .
		p)	$N(R^{10}) SO_2R^{11}$ .
		<b>q</b> )	
		r)	$S(O)_{m}R^{10}$
30		s)	CN,
		t)	NR <sup>10</sup> R <sup>11</sup> ,
		u)	$N(R^{10})(CO)NR^4R^{11}$ , and
		v)	O(CO)R <sup>4</sup> ;

e)

where

or, any two independent R<sup>2</sup> on the same or adjacent atoms may be joined together to form a ring selected from cyclobutyl, cyclopentenyl, cyclopentyl, cyclohexenyl, cyclohexyl, phenyl, naphthyl, thienyl, thiazolyl, thiazolyl, oxazolyl, oxazolyl, imidazolyl, imidazolyl, imidazolidinyl, pyridyl, pyrimidyl, pyrazinyl, pyrrolyl, pyrrolyl, morpholinyl, thiomorpholine, thiomorpholine S-oxide, thiomorpholine S-dioxide, azetidinyl, pyrrolidinyl, piperidinyl, tetrahydrofuranyl, tetrahydropyranyl, tetrahydropyridyl, furanyl, dihydrofuranyl, dihydropyranyl and piperazinyl;

R<sup>10</sup> and R<sup>11</sup> are independently selected from: H, C<sub>1-6</sub> alkyl, (F)<sub>p</sub>C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, aryl, heteroaryl, and benzyl, unsubstituted or substituted with halogen, hydroxy or C<sub>1</sub>-C<sub>6</sub> alkoxy, where R<sup>10</sup> and R<sup>11</sup> may be joined together to form a ring selected from: azetidinyl, pyrrolidinyl, piperazinyl, or morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>;

15 R<sup>4</sup> is independently selected from: H, C<sub>1-6</sub> alkyl, (F)<sub>p</sub>C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or C<sub>1</sub>-C<sub>6</sub> alkoxy;

W is O,  $NR^4$  or  $C(R^4)_2$ ;

20 X is C or S;

Y is O, (R<sup>4</sup>)<sub>2</sub>, NCN, NSO<sub>2</sub>CH<sub>3</sub>, NCONH<sub>2</sub>, or Y is O<sub>2</sub> when X is S;

R<sup>6</sup> is independently selected from H and:

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- a) C<sub>1-6</sub> alkyl,
- b) C<sub>3-6</sub> cycloalkyl,
- c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
- d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,

heterocycle, unsubstituted or substituted with 1-5 substituents \$w\$ the substituents are independently selected from  $$R^4$$ , \$f\$  $$(F)_pC_{1-3}$$  alkyl,

g) halogen,

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OR^4
                    h)
                            O(CH2)sOR4
                    i)
                            CO_2R^4
                    j)
                            (CO)NR^{10}R^{11},
                     k)
                            O(CO)NR^{10}R^{11},
 5
                     1)
                            N(R^4)(CO)NR^{10}R^{11},
                     m)
                            N(R^{10})(CO)R^{11},
                     n)
                            N(R^{10})(CO)OR^{11},
                     0)
                             SO_2NR^{10}R^{11},
                     p)
                             N(R10) SO2R11,
10
                     q)
                             S(O)_{m}R^{10},
                     r)
                             CN,
                     s)
                             NR^{10}R^{11}
                     t)
                             N(R^{10})(CO)NR^4R^{11}, and
                     u)
                             O(CO)R^4;
15
                     v)
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G-J is selected from: N, N-C(R<sup>5</sup>)<sub>2</sub>, C=C(R<sup>5</sup>), C=N; C(R<sup>5</sup>), C(R<sup>5</sup>)-C(R<sup>5</sup>)<sub>2</sub>, C(R<sup>5</sup>)-C(R<sup>5</sup>)<sub>2</sub>, C=C(R<sup>5</sup>)-C(R<sup>5</sup>)<sub>2</sub>, C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)-C(R<sup>5</sup>)

 $R^5$  is independently selected from H, substituted or unsubstituted C<sub>1</sub>-C<sub>3</sub> alkyl, CN, OR<sup>4</sup>,  $N(R^4)_2$  and CO<sub>2</sub>R<sup>4</sup>;

R<sup>3</sup> is independently selected from H, substituted or unsubstituted C<sub>1</sub>-C<sub>3</sub> alkyl, F, CN and CO<sub>2</sub>R<sup>4</sup>;

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p is 0 to 2q+1, for a substituent with q carbons;
m is 0, 1 or 2;
n is 0 or 1;
s is 1, 2 or 3;
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and pharmaceutically acceptable salts and individual diastereomers thereof.

2. The compound of claim 1 of the formula:

$$R^{1}$$
 $R^{2}$ 
 $R^{2}$ 
 $R^{2}$ 
 $R^{2}$ 
 $R^{2}$ 
 $R^{2}$ 
 $R^{2}$ 
 $R^{2}$ 
 $R^{2}$ 
 $R^{4}$ 
 $R^{4}$ 

wherein:

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A is a bond,  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

B is  $(C(R^2)_2)_n$ ;

10 n is 0 or 1;

Y is O, (R4)2, NCN, NSO<sub>2</sub>CH<sub>3</sub> or NCONH<sub>2</sub>,

and pharmaceutically acceptable salts and individual stereoisomers thereof.

3. The compound of claim 1 of the formula:

$$R^{2}$$
  $N$   $O$   $(R^{3})_{1-9}$   $J$   $N$   $R^{2}$   $A$   $A$   $B$   $R^{4}$   $O$   $O$ 

wherein:

20 A is a bond,  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

B is  $(C(R^2)_2)_n$ ; and

n is 0 or 1;

and pharmaceutically acceptable salts and individual stereoisomers thereof.

4. The compound of claim 1 of the formula:

- 5 and pharmaceutically acceptable salts and individual stereoisomers thereof.
  - 5. The compound of claim 1 of the formula:

10 wherein:

A is  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

and pharmaceutically acceptable salts and individual stereoisomers thereof.

6. The compound of claim 1 of the formula:

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$$R^{2}$$
 $R^{2}$ 
 $R^{2}$ 
 $R^{2}$ 
 $R^{2}$ 
 $R^{2}$ 
 $R^{4}$ 
 $R^{4}$ 
 $R^{4}$ 
 $R^{4}$ 
 $R^{4}$ 
 $R^{4}$ 
 $R^{4}$ 
 $R^{4}$ 
 $R^{4}$ 

wherein:

A is  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

- and pharmaceutically acceptable salts and individual stereoisomers thereof.
  - 7. The compound of claim 1, wherein:

## R<sup>1</sup> is selected from: 1) H, C

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- 1) H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3-6</sub> cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
  - a) C<sub>1-6</sub> alkyl,
  - b) C<sub>3-6</sub> cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>, e)

heterocycle, unsubstituted or substituted with 1-5 substituents the substituents are independently selected from  $R^4$ , f) (F)pC1-3 alkyl,

- g) halogen,
- h)  $OR^4$ .
- i)  $O(CH_2)_sOR^4$
- j)  $CO_2R^4$
- k) CN,
- 1)  $NR^{10}R^{11}$ , and
- 20 m)  $O(CO)R^4$ ; and
  - 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
    - a) C<sub>1-6</sub> alkyl,
    - b) C<sub>3-6</sub> cycloalkyl,
    - c)  $(F)_pC_{1-3}$  alkyl,
    - d) halogen,
    - e)  $OR^4$ ,
    - f)  $CO_2R^4$
    - g)  $(CO)NR^{10}R^{11}$ ,
    - h)  $SO_2NR^{10}R^{11}$ ,
    - i)  $N(R^{10}) SO_2R^{11}$ .
    - j)  $S(O)_m R^4$ ,
    - k) CN,
    - $NR^{10}R^{11}$ , and

m)  $O(CO)R^4$ ;

R<sup>2</sup> is selected from:

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1) H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>3-6</sub> cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:

- a) C<sub>1-6</sub> alkyl,
- b) C<sub>3-6</sub> cycloalkyl,
- c) aryl, unsubstituted or substituted with 1-5 sustituents where the substituents are independently selected from R<sup>4</sup>,
- d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>, e)

heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ , f) (F)<sub>p</sub>C<sub>1-3</sub> alkyl,

- g) halogen,
- h)  $OR^4$ ,
  - i)  $O(CH_2)_SOR^4$
  - j)  $CO_2R^4$
  - k)  $S(O)_m R^4$ ,
  - 1) CN,
  - m)  $NR^{10}R^{11}$ , and
  - n) O(CO)R4; and
- 2) aryl or heteroaryl, unsubstituted or substituted with one more substituents independently selected from:
  - a) C<sub>1-6</sub> alkyl,
    - b) C<sub>3-6</sub> cycloalkyl,
    - c)  $(F)_pC_{1-3}$  alkyl,
    - d) halogen,
    - e)  $OR^4$ ,
    - f)  $CO_2R^4$
    - g)  $(CO)NR^{10}R^{11}$ ,
    - h)  $SO_2NR^{10}R^{11}$ .
    - i)  $N(R^{10}) SO_2R^{11}$ .
    - j)  $S(O)_m R^4$ ,

- k) CN,
- 1) NR<sup>10</sup>R<sup>11</sup>, and
- m)  $O(CO)R^4$ ;

or, any two independent R<sup>2</sup> on the same or adjacent atoms may be joined together to form a ring selected from cyclobutyl, cyclopentenyl, cyclopentyl, cyclohexenyl, cyclohexyl, phenyl, naphthyl, thienyl, thiazolyl, thiazolinyl, oxazolyl, oxazolyl, imidazolyl, imidazolidinyl, pyridyl, pyrimidyl, pyrazinyl, pyrrolyl, pyrrolyl, morpholinyl, thiomorpholine, thiomorpholine S-oxide, thiomorpholine S-dioxide, azetidinyl, pyrrolidinyl, piperidinyl, tetrahydrofuranyl, tetrahydropyranyl, tetrahydropyridyl, furanyl, dihydrofuranyl, dihydropyranyl and piperazinyl;

G-J is selected from:

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N, N-C(R<sup>5</sup>)<sub>2</sub>, C=C(R<sup>5</sup>), C=N, C=C(R<sup>5</sup>)-C(R<sup>5</sup>), C(R<sup>5</sup>)-C(R<sup>5</sup>)=C(R<sup>5</sup>), N-C(R<sup>5</sup>)<sub>2</sub>-C(R<sup>5</sup>)<sub>2</sub> and N-C(R<sup>5</sup>)=C(R<sup>5</sup>);

R<sup>6</sup> is independently selected from H and:

- a) C<sub>1-6</sub> alkyl,
- b) C<sub>3-6</sub> cycloalkyl,
- c)  $(F)_pC_{1-3}$  alkyl,
- d) halogen,
- e)  $OR^4$ ,
- f)  $CO_2R^4$
- g)  $(CO)NR^{10}R^{11}$ ,
- h)  $SO_2NR^{10}R^{11}$ ,
- i)  $N(R^{10}) SO_2R^{11}$ ,
- $S(O)_m R^4$ ,
- k) CN,
- l)  $NR^{10}R^{11}$ , and

m) O(CO)R4;

and pharmaceutically acceptable salts and individual stereoisomers thereof.

8. The compound of claim 7 of the formula:

wherein:

5 A is a bond,  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

B is  $(C(R^2)_2)_n$ ;

n is 0 or 1;

Y is O, (R4)2, NCN, NSO2CH3 or NCONH2,

and pharmaceutically acceptable salts and individual stereoisomers thereof.

9. The compound of claim 7 of the formula:

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wherein:

A is a bond,  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

B is  $(C(R^2)_2)_n$ ;

20 n is 0 or 1;

and pharmaceutically acceptable salts and individual stereoisomers thereof.

10. The compound of claim 7 of the formula:

$$R^{1}$$
  $O$   $(R^{3})_{1-9}$   $J$   $NH$   $R^{2}$   $R^{2}$   $R^{4}$   $O$   $O$ 

and pharmaceutically acceptable salts and individual stereoisomers thereof.

11. The compound of claim 7 of the formula:

wherein:

10 A is  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

and pharmaceutically acceptable salts and individual stereoisomers thereof.

12. The compound of claim 7 of the formula:

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wherein:

A is  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

and pharmaceutically acceptable salts and individual stereoisomers thereof.

13. The compound of claim 1, wherein:

R is selected from:

	1)	H, C <sub>1</sub>	-C <sub>6</sub> alkyl, C <sub>3-6</sub> cycloalkyl and heterocycle, unsubstituted or substituted
		with o	one or more substituents independently selected from:
		a)	C <sub>1-6</sub> alkyl,
		b)	C <sub>3-6</sub> cycloalkyl,
5		c)	phenyl, unsubstituted or substituted with 1-5 substituents
			where the substituents are independently selected from R <sup>4</sup> ,
		d)	heteroaryl, unsubstituted or substituted with 1-5 substituents
			where the substituents are independently selected from R <sup>4</sup> ,
		and w	here heteroaryl is selected from:
10			imidazole, isoxazole, oxazole, pyrazine, pyrazole, pyridazine,
			pyridine, pyrimidine, and thiazole;
		e)	heterocycle, unsubstituted or substituted with 1-5 substituents
		where	the substituents are independently selected from R <sup>4</sup> ,
	and v	where he	terocycle is selected from:
15			azetidine, dioxane, dioxolane, morpholine, oxetane, piperazine,
			piperidine, pyrrolidine, tetrahydrofuran, and tetrahydropyran;
		f)	(F) <sub>p</sub> C <sub>1-3</sub> alkyl,
		g)	halogen,
		h)	OR <sup>4</sup> .
20		i)	$O(CH_2)_{s}OR_{,}^4$
		j)	$CO_2R^4$ .
		k)	CN,
		1)	$NR^{10}R^{11}$ , and
		m)	O(CO)R <sup>4</sup> ; and
25			
	2)	aryl o	or heteroaryl, selected from:
		phen	yl, imidazole, isoxazole, oxazole, pyrazine, pyrazole, pyridazine, pyridine
		pyrin	nidine, and thiazole, unsubstituted or substituted with one or more
		subst	ituents independently selected from:
30			
		a)	C <sub>1-6</sub> alkyl,
		b)	C <sub>3-6</sub> cycloalkyl,
		c)	$(F)_pC_{1-3}$ alkyl,

d)

halogen,

		e) f)	$OR^4$ , $CO_2R^4$ ,
		g)	(CO)NR <sup>10</sup> R <sup>11</sup> .
		h)	SO <sub>2</sub> NR <sup>10</sup> R <sup>11</sup> ,
5		i)	N(R <sup>10</sup> ) SO <sub>2</sub> R <sup>11</sup> .
		j)	$S(O)_{m}R^{4}$ ,
		k)	CN,
		1)	NR <sup>10</sup> R <sup>11</sup> , and
		m)	O(CO)R <sup>4</sup> ;
10		ŕ	
	R <sup>2</sup> is	selected from:	
	1)	H, C <sub>0</sub> -C <sub>6</sub> al	kyl, C3-6 cycloalkyl and heterocycle, unsubstituted or substituted with one or
		more	substituents independently selected from:
15		a) ·	C <sub>1-6</sub> alkyl,
		b)	C <sub>3-6</sub> cycloalkyl,
		c)	phenyl, unsubstituted or substituted with 1-5 substituents
			where the substituents are independently selected from R <sup>4</sup> ,
		d)	heteroaryl, unsubstituted or substituted with 1-5 substituents
20			where the substituents are independently selected from
		R <sup>4</sup> ,	and where heteroaryl is selected from:
			benzimidazole, benzothiophene, furan, imidazole, indole,
			isoxazole, oxazole, pyrazine, pyrazole, pyridazine, pyridine,
			pyrimidine, pyrrole, thiazole, thiophene, and triazole;
25		e)	heterocycle, unsubstituted or substituted with 1-5 substituents
		whe	re the substituents are independently selected from $\mathbb{R}^4$ , and
		where heter	ocycle is selected from:
			azetidine, imidazolidine, imidazoline, isoxazoline, isoxazolidine,
			morpholine, oxazoline, oxazolidine, oxetane, pyrazolidine,
30			pyrazoline, pyrroline, tetrahydrofuran, tetrahydropyran, thiazoline,
			and thiazolidine;
		f)	(F) <sub>p</sub> C <sub>1-3</sub> alkyl,
		g)	halogen,
		h)	$OR^{4}$

- i)  $O(CH_2)_sOR^4$
- j)  $CO_2R^4$ .
- k) CN,
- $NR^{10}R^{11}$ , and
- m)  $O(CO)R^4$ ; and
- 2) aryl or heteroaryl, selected from:

phenyl, benzimidazole, benzothiophene, furan, imidazole, indole, isoxazole, oxazole, pyrazine, pyrazole, pyridazine, pyridine, pyrimidine, pyrrole, thiazole, thiophene, and triazole;

unsubstituted or substituted with one or more substituents independently selected from:

- a) C<sub>1-6</sub> alkyl,
- b) C<sub>3-6</sub> cycloalkyl,
- c)  $(F)_pC_{1-3}$  alkyl,
- d) halogen,
- e)  $OR^4$ .
- f)  $CO_2R^4$ .
- g)  $(CO)NR^{10}R^{11}$ ,
- h)  $SO_2NR^{10}R^{11}$ ,
- i)  $N(R^{10}) SO_2R^{11}$ .
- j)  $S(O)_m R^4$ ,
- k) CN,
- l)  $NR^{10}R^{11}$ , and
- 25 m)  $O(CO)R^4$ ;

or, any two independent R<sup>2</sup> on the same or adjacent atoms may be joined together to form a ring selected from cyclobutyl, cyclopentenyl, cyclopentyl, cyclohexenyl, cyclohexyl, phenyl, naphthyl, thienyl, thiazolyl, thiazolyl, oxazolyl, oxazolinyl, imidazolyl, imidazolyl, imidazolidinyl, pyridyl, pyrimidyl, pyrazinyl, pyrrolyl, pyrrolinyl, morpholinyl, thiomorpholine, thiomorpholine S-oxide, thiomorpholine S-dioxide, azetidinyl, pyrrolidinyl, piperidinyl, tetrahydrofuranyl, tetrahydropyranyl, tetrahydropyranyl, dihydrofuranyl, dihydrofuranyl, and piperazinyl;

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 $R^{10}$  and  $R^{11}$  are independently selected from: H,  $C_{1-6}$  alkyl, (F)<sub>p</sub> $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or  $C_{1}$ - $C_{6}$  alkoxy, where  $R^{10}$  and  $R^{11}$  may be joined together to form a ring selected from: azetidinyl, pyrrolidinyl, piperazinyl and morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^{4}$ ;

R<sup>4</sup> is independently selected from: H, C<sub>1-6</sub> alkyl, (F)<sub>p</sub>C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, aryl, heteroaryl and phenyl, unsubstituted or substituted with hydroxy or C<sub>1</sub>-C<sub>6</sub> alkoxy;

W is  $NR^4$  or  $C(R^4)_2$ ;

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G-J is selected from:

15 N, N-C(R<sup>5</sup>)<sub>2</sub>, C=C(R<sup>5</sup>), C=N, C=C(R<sup>5</sup>)-C(R<sup>5</sup>)<sub>2</sub>, C(R<sup>5</sup>)-C(R<sup>5</sup>)=C(R<sup>5</sup>), N-C(R<sup>5</sup>)<sub>2</sub>-C(R<sup>5</sup>)<sub>2</sub>, and N-C(R<sup>5</sup>)=C(R<sup>5</sup>);

R<sup>6</sup> is independently selected from H and:

- a) C<sub>1-6</sub> alkyl,
- b) C<sub>3-6</sub> cycloalkyl,
  - c)  $(F)_pC_{1-3}$  alkyl,
  - d) halogen,
  - e)  $OR^4$ ,
  - f)  $CO_2R^4$ ,
- 25 g)  $(CO)NR^{10}R^{11}$ .
  - h)  $SO_2NR^{10}R^{11}$ ,
  - i)  $N(R^{10}) SO_2R^{11}$ .
  - $S(O)_m R^4$
  - k) CN,
  - $NR^{10}R^{11}$ , and
  - m) O(CO) $R^4$ ;

and pharmaceutically acceptable salts and individual stereoisomers thereof.

14. The compound of claim 13 of the formula:

$$\begin{array}{c|c}
R^1 \\
R^2 \\
R^2 \\
R^2 \\
R^2 \\
A-B \\
R^4 \\
Y \\
N \\
N \\
G \\
N \\
N \\
O$$

5 wherein:

A is a bond,  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

B is  $(C(R^2)_2)_n$ ;

n is 0 or 1;

Y is O, (R<sup>4</sup>)<sub>2</sub>, NCN, NSO<sub>2</sub>CH<sub>3</sub> or NCONH<sub>2</sub>,

- and pharmaceutically acceptable salts and individual stereoisomers thereof.
  - 15. The compound of claim 13 of the formula:

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wherein:

A is a bond,  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

B is  $(C(R^2)_2)_n$ ;

n is 0 or 1;

- and pharmaceutically acceptable salts and individual stereoisomers thereof.
  - 16. The compound of claim 13 of the formula:

$$R^{2}$$
  $W^{-C}$   $W^$ 

and pharmaceutically acceptable salts and individual stereoisomers thereof.

17. The compound of claim 13 of the formula:

wherein:

10 A is  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

and pharmaceutically acceptable salts and individual stereoisomers thereof.

18. The compound of claim 13 of the formula:

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wherein:

A is  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

and pharmaceutically acceptable salts and individual stereoisomers thereof.

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19. A compound of the formula:

wherein:

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5 B is independently  $(C(R^2)_2)_n$ ;

R is selected from:

- 1) H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>3</sub>-6 cycloalkyl, and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
  - a) C<sub>1-6</sub> alkyl,
  - b) C<sub>3-6</sub> cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\mathbb{R}^4$ ,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\mathbb{R}^4$ ,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - f)  $(F)_pC_{1-3}$  alkyl,
  - g) halogen,
  - h)  $OR^4$ .
  - i)  $O(CH_2)_s OR^4$
  - j)  $CO_2R^4$ ,
  - k)  $(CO)NR^{10}R^{11}$ ,
  - I)  $O(CO)NR^{10}R^{11}$ .
  - m)  $N(R^4)(CO)NR^{10}R^{11}$ .
  - n)  $N(R^{10})(CO)R^{11}$ .
  - o)  $N(R^{10})(CO)OR^{11}$ .
  - p)  $SO_2NR^{10}R^{11}$ ,

```
N(R^{10}) SO_2R^{11},
                        q)
                                 S(O)_{m}R^{10},
                        r)
                                 CN,
                        s)
                                 NR^{10}R^{11}.
                        t)
                        u)
                                 N(R<sup>10</sup>)(CO)NR<sup>4</sup>R<sup>11</sup>, and,
 5
                                 O(CO)R^4; and
                        v)
                        aryl or heteroaryl, unsubstituted or substituted with one or more
               2)
               substituents independently selected from:
                                  C<sub>1-6</sub> alkyl,
10
                        a)
                                  C3-6 cycloalkyl,
                        b)
                                  aryl, unsubstituted or substituted with 1-5 substituents where
                        c)
                         the substituents are independently selected from R<sup>4</sup>,
                                  heteroaryl, unsubstituted or substituted with 1-5 substituents
                         where the substituents are independently selected from R<sup>4</sup>,
                                                                                                                   e)
15
                heterocycle, unsubstituted or substituted with 1-5 substituents
                                                                                                                   where
       the substituents are independently selected from R4,
                                                                                                 (F)_pC_{1-3} alkyl,
                                                                                       f)
                                  halogen,
                         g)
                                  OR4.
                         h)
20
                         i)
                                  O(CH2)_sOR^4
                                  CO_2R^4
                         j)
                                  (CO)NR^{10}R^{11}.
                         k)
                                  O(CO)NR<sup>10</sup>R<sup>11</sup>.
                         1)
                                  N(R^4)(CO)NR^{10}R^{11},
                         m)
                                  N(R^{10})(CO)R^{11},
25
                         n)
                                  N(R^{10})(CO)OR^{11}.
                         0)
                                  SO2NR<sup>10</sup>R<sup>11</sup>,
                         p)
                                  N(R^{10}) SO_2R^{11}.
                         q)
                                  S(O)_m R^{10},
                         r)
                                  CN,
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                         s)
                                  NR<sup>10</sup>R<sup>11</sup>,
                         t)
                                  N(R<sup>10</sup>)(CO)NR<sup>4</sup>R<sup>11</sup>, and,
                         u)
                                  O(CO)R4; and
                         v)
```

## R<sup>2</sup> is independently selected from:

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- 1) H, C<sub>0</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>3-6</sub> cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
  - a) C<sub>1-6</sub> alkyl,
  - b) C<sub>3-6</sub> cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\mathbb{R}^4$ ,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
- e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>, f) (F)<sub>p</sub>C<sub>1-3</sub> alkyl,
- g) halogen,
  - h)  $OR^4$ .
  - i)  $O(CH_2)_SOR_4$
  - j)  $CO_2R^4$ ,
  - k)  $(CO)NR^{10}R^{11}$ .
  - 1)  $O(CO)NR^{10}R^{11}$ ,
  - m)  $N(R^4)(CO)NR^{10}R^{11}$ .
  - n)  $N(R^{10})(CO)R^{11}$ .
  - o)  $N(R^{10})(CO)OR^{11}$ .
  - p)  $SO_2NR^{10}R^{11}$ ,
  - q)  $N(R^{10}) SO_2R^{11}$ ,
  - r)  $S(O)_{m}R^{10}$ ,
  - s) CN,
  - $NR^{10}R^{11}$ ,
  - u)  $N(R^{10})(CO)NR^4R^{11}$ , and,
  - v)  $O(CO)R^4$ ; and
  - 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
    - a) C<sub>1-6</sub> alkyl,

- b) C<sub>3-6</sub> cycloalkyl,
- c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
- d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
- e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
- f)  $(F)_{D}C_{1-3}$  alkyl,
- g) halogen,
- h)  $OR^4$
- i)  $O(CH_2)_sOR_4$
- j)  $CO_2R^4$ ,
- k)  $(CO)NR^{10}R^{11}$ ,
- 1)  $O(CO)NR^{10}R^{11}$ .
- m)  $N(R^4)(CO)NR^{10}R^{11}$ .
- n)  $N(R^{10})(CO)R^{11}$ .
- o)  $N(R^{10})(CO)OR^{11}$ .
- p)  $SO_2NR^{10}R^{11}$ ,
- q)  $N(R^{10}) SO_2R^{11}$ ,
- r)  $S(O)_m R^{10}$ ,
- s) CN,
- $NR^{10}R^{11}$ ,
- u)  $N(R^{10})(CO)NR^4R^{11}$ , and,
- v)  $O(CO)R^4$ ;

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or, any two independent R<sup>2</sup> on the same or adjacent atoms may be joined together to form a ring selected from cyclobutyl, cyclopentenyl, cyclopentyl, cyclohexenyl, cyclohexyl, phenyl, naphthyl, thiazolyl, thiazolyl, oxazolyl, oxazolyl, oxazolyl, imidazolyl, imidazolyl, imidazolidinyl, pyridyl, pyrimidyl, pyrazinyl, pyrrolyl, pyrrolyl, pyrrolinyl, morpholinyl, thiomorpholine, thiomorpholine S-oxide, thiomorpholine S-dioxide, azetidinyl, pyrrolidinyl, piperidinyl, tetrahydrofuranyl, tetrahydropyranyl, tetrahydropyranyl, dihydrofuranyl, dihydrofuranyl, dihydropyranyl and piperazinyl;

 $R^{10}$  and  $R^{11}$  are independently selected from: H,  $C_{1\text{-}6}$  alkyl, (F) $_pC_{1\text{-}6}$  alkyl,  $C_{3\text{-}6}$  cycloalkyl, aryl, heteroaryl, and benzyl, unsubstituted or substituted with halogen, hydroxy or  $C_1\text{-}C_6$  alkoxy, where  $R^{10}$  and  $R^{11}$  may be joined together to form a ring selected from: azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl, or morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ;

 $R^4$  is independently selected from: H,  $C_{1-6}$  alkyl,  $(F)_pC_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or  $C_1$ - $C_6$  alkoxy;

10 W is O,  $NR^4$  or  $C(R^4)_2$ ;

X is C or S;

Y is O, (R<sup>4</sup>)<sub>2</sub>, NCN, NSO<sub>2</sub>CH<sub>3</sub>, NCONH<sub>2</sub>, or Y is O<sub>2</sub> when X is S;

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R<sup>6</sup> is independently selected from H and:

- a) C<sub>1-6</sub> alkyl,
- b) C<sub>3-6</sub> cycloalkyl,

c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\mathbb{R}^4$ ,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,

e)

heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ , f) (F)<sub>p</sub>C<sub>1-3</sub> alkyl,

- g) halogen,
- h)  $OR^4$ .
- i)  $O(CH_2)_SOR^4$
- j)  $CO_2R^4$ ,
- k)  $(CO)NR^{10}R^{11}$ .
- 1)  $O(CO)NR^{10}R^{11}$ ,
- m)  $N(R^4)(CO)NR^{10}R^{11}$ .
- n)  $N(R^{10})(CO)R^{11}$ .

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- o)  $N(R^{10})(CO)OR^{11}$ ,
- p)  $SO_2NR^{10}R^{11}$ .
- q)  $N(R^{10}) SO_2R^{11}$ .
- r)  $S(O)_{m}R^{10}$ ,
- s) CN,
- t)  $NR^{10}R^{11}$ ,
- u)  $N(R^{10})(CO)NR^4R^{11}$ , and,
- v) O(CO)R4; and
- G-J is selected from: N, N-C(R<sup>5</sup>)<sub>2</sub>, C=C(R<sup>5</sup>), C=N; C(R<sup>5</sup>), C(R<sup>5</sup>)-C(R<sup>5</sup>)<sub>2</sub>, C(R<sup>5</sup>)-C(R<sup>5</sup>)<sub>2</sub>-C(R<sup>5</sup>)<sub>2</sub>, C=C(R<sup>5</sup>)-C(R<sup>5</sup>)<sub>2</sub>, C(R<sup>5</sup>)-C(R<sup>5</sup>)=C(R<sup>5</sup>), C(R<sup>5</sup>)-C(R<sup>5</sup>)<sub>2</sub>-N(R<sup>5</sup>), C=C(R<sup>5</sup>)-N(R<sup>5</sup>), C(R<sup>5</sup>)-N(R<sup>5</sup>), C(R<sup>5</sup>)-N(R<sup>5</sup>)-N(R<sup>5</sup>)-N(R<sup>5</sup>), C=N-N(R<sup>5</sup>), N-C(R<sup>5</sup>)<sub>2</sub>-C(R<sup>5</sup>)<sub>2</sub>, N-C(R<sup>5</sup>)=C(R<sup>5</sup>), N-C(R<sup>5</sup>)<sub>2</sub>-N(R<sup>5</sup>), N-C(R<sup>5</sup>)=N, N-N(R<sup>5</sup>)-C(R<sup>5</sup>)<sub>2</sub> and N-N=C(R<sup>5</sup>);
  - Q, T, U and V are each independently a C or N wherein at least one but no more than three of Q, T, U and V are N, and wherein when any of Q, T, U, or V is C it unsubstituted or substituted where the substituents are independently selected from R<sup>6</sup>;
- 20 R<sup>5</sup> is independently selected from H, substituted or unsubstituted C<sub>1</sub>-C<sub>3</sub> alkyl, CN, OR<sup>4</sup>, N(R<sup>4</sup>)<sub>2</sub> and CO<sub>2</sub>R<sup>4</sup>;
  - $R^3$  is independently selected from H, substituted or unsubstituted C<sub>1</sub>-C<sub>3</sub> alkyl, F, CN and  $CO_2R^4$ ;

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p is 0 to 2q+1, for a substituent with q carbons;

m is 0, 1 or 2;

n is 0 or 1;

s is 1, 2 or 3;

and pharmaceutically acceptable salts and individual diastereomers thereof.

20. A compound selected from:

-OCH<sub>3</sub>

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- 5 and pharmaceutically acceptable salts and individual diastereomers thereof.
  - 21. A pharmaceutical composition which comprises an inert carrier and the compound of Claim 1.
- 10 22. The use of the compound of Claim 1 for the preparation of a medicament useful in the treatment of headache, migraine or cluster headache.

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